

April 8, 2002

Gary Eng, Senior Vice President
Zenith Administrators, Inc.
P.O. Box 11102
Chicago, IL 60611

Dear Mr. Eng:

We are writing to confirm our previous agreement to amend our contract dated as of August 1, 1981, which provides for Zenith Administrators, Inc. (formerly known as Kelly & Associates) to serve as administrative manager to the United Food and Commercial Workers Union and Employers Pension Plan (formerly known as the Milwaukee Area Retail Food Clerks Pension Plan).

Effective as of January 1, 2002, the annual fee to be paid by the Trustees to the Company shall be as follows:

<u>Effective Date</u>	<u>Annual Fee</u>
January 1, 2002	\$463,500
January 1, 2003	\$472,770
January 1, 2004	\$486,953
January 1, 2005	\$496,692
January 1, 2006	\$511,593

There shall be no other increases in said fees prior to January 1, 2006.

In all other respects, our contract as of August 1, 1981, as amended, shall continue in full force and effect.



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If the foregoing clearly reflects your understanding of our arrangement, please execute this letter and return it to me.

Yours very truly,

BOARD OF TRUSTEES
United Food and Commercial Workers
Union and Employers Pension Plan

By: Joseph F. DeSalvo
Chairman

By: Daniel P. Weller
Secretary

MW\847072

The foregoing is hereby accepted this ____ day of January, 2002.

ZENITH ADMINISTRATORS, INC.

By: Gary Eng
Gary Eng, Senior Vice President